

FREIDHEIM STEPHEN C
 Form 3
 September 26, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|-------------------------------------------|---------|----------|--------------------------------------|----------------------------------------------------|----------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CYRUS CAPITAL PARTNERS, LP | | | (Month/Day/Year) | YRC Worldwide Inc. [TRCW] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 399 PARK AVENUE,Â 39TH FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| NEW YORK,Â NYÂ 10022 | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------------------|
| Common Stock, par value \$0.01 per share | 158,122,077 ⁽¹⁾ | I | See Footnotes ⁽¹⁾ ⁽²⁾ ⁽³⁾ ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

Edgar Filing: FREIDHEIM STEPHEN C - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------------------------|------------------|-----------------|------------------------------------------|----------------------------|---------------|---------------------------------------|-----------------------------------------------------------|
| 10% Series A Convertible Senior Secured Notes due 2015 | 07/22/2013 | 03/31/2015 | Common Stock, par value \$0.01 per share | 122,858,299 | \$ <u>(7)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u> |
| 10% Series B Convertible Senior Secured Notes due 2015 | 09/16/2011 | 03/31/2015 | Common Stock, par value \$0.01 per share | 289,738,036 | \$ <u>(8)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CYRUS CAPITAL PARTNERS, LP 399 PARK AVENUE 39TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| CYRUS CAPITAL PARTNERS GP, LLC 399 PARK AVENUE 39TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| FREIDHEIM STEPHEN C 399 PARK AVENUE 39TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| FBC HOLDINGS S.A.R.L. 399 PARK AVENUE 39TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |

Signatures

| | |
|--------------------------------------------------------------------------------------------------|------------|
| /s/ Stephen C. Freidheim, Managing Member of Cyrus Capital Partners GP, LLC, its general partner | 09/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ Stephen C. Freidheim, Managing Member | 09/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ Stephen C. Freidheim | 09/26/2011 |
| __Signature of Reporting Person | Date |
| | 09/26/2011 |

/s/ Stephen C. Freidheim, Managing Member of Cyrus Capital Partners GP, LLC, the managing member of Cyrus Capital Partners, L.P., the investment manager of its shareholders

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The filing of this Form 3 shall not be construed as an admission that Cyrus Capital Partners, L.P. ("Cyrus"), Cyrus Capital Partners GP, LLC ("Cyrus GP"), Mr. Stephen C. Freidheim and FBC Holdings, S.a.r.l ("FBC" and together with Cyrus, Cyrus GP and Mr. Freidheim, collectively the "Reporting Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of YRC

- (1) Worldwide, Inc. (the "Issuer"), the Series A Notes (as defined below) and the Series B Notes (defined below) which are directly owned by FBC, Crescent 1, L.P., CRS Fund, Ltd., Cyrus Opportunities Master Fund II, Ltd. and Cyrus Select Opportunities Master Fund, Ltd. (collectively, the "Cyrus Funds"). Pursuant to Rule 16a-1, the Reporting Persons (other than FBC) disclaim such beneficial ownership, except to the extent of their pecuniary interest.

As a result of a prior exchange offer, the Cyrus Funds, which are controlled by Cyrus, Cyrus GP and Mr. Freidheim, exchanged their claims under the Issuer's Credit Agreement, dated as of August 17, 2007, among the Issuer and several of its subsidiaries, JPMorgan Chase Bank, National Association, as agent, and the lenders thereunder (the "Credit Agreement") in part for: (i) Series B Convertible

- (2) Preferred Stock, par value \$1.00 (the "Preferred Stock"), (ii) 10% Series A Convertible Senior Secured Notes due 2015 (the "Series A Notes") and (iii) rights to acquire for cash 10% Series B Convertible Senior Secured Notes due 2015 (the "Series B Notes"), none of which are registered under Section 12 of the Securities Exchange Act of 1934, as amended. Prior to the merger described below, the Cyrus Funds acquired their interest in the Series B Notes.

As part of the reorganization of the Issuer, a shareholder meeting approving a subsidiary-parent merger occurred September 16, 2011, whereby a wholly-owned subsidiary of the Issuer merged into the Issuer and the certificate of incorporation of the Issuer was amended and restated to increase the number of shares of Common Stock authorized. As a result of the merger being approved and becoming

- (3) effective, (i) the Preferred Stock automatically converted into shares of Common Stock, (ii) the Series A Notes became convertible at a fixed price into shares of the Common Stock two years from the date of issuance and (iii) the Series B Notes became immediately convertible at a fixed price into shares of the Common Stock, with such notes convertible based as if the Series B Notes were held until maturity and all interest were paid in kind.

At the time of the transaction, Stephen C. Freidheim, the managing member of Cyrus GP, which serves as the general partner to Cyrus (the investment manager to the Cyrus Funds), controlled the disposition and voting of the Common Stock and has an indirect pecuniary interest through his interest in the Cyrus Funds and Cyrus Capital Advisors, LLC, the general partner to certain of the Cyrus Funds. FBC,

- (4) one of the Cyrus Funds and a Luxembourg company which is wholly owned by by Cyrus Opportunities Master Fund II, Ltd., CRS Fund, Ltd., Crescent 1, L.P., Cyrus Select Opportunities Master Fund, Ltd. and Cyrus Europe Master Fund, Ltd., directly holds 397,387 shares of Common Stock. The remaining Common Stock is held directly by the other Cyrus Funds. Cyrus and Cyrus GP do not have a pecuniary interest in the Common Stock.

At the time of the transaction, Stephen C. Freidheim controlled the disposition and voting of the Series A Notes and has an indirect pecuniary interest through his interest in the Cyrus Funds and Cyrus Capital Advisors, LLC, the general partner to certain of the Cyrus

- (5) Funds. FBC directly holds \$12,186,217.54 of the Series A Notes which are convertible upon two years from the date of issuance into 107,506,811 shares of Common Stock. The remaining Series A Notes are held directly by the other Cyrus Funds. Cyrus and Cyrus GP do not have a pecuniary interest in the Series A Notes.

At the time of the transaction, Stephen C. Freidheim controlled the disposition and voting of the Series B Notes and has an indirect pecuniary interest through his interest in the Cyrus Funds and Cyrus Capital Advisors, LLC, the general partner to certain of the Cyrus

- (6) Funds. FBC directly holds \$11,696,012.02 of the Series B Notes which are convertible upon two years from the date of issuance into 271,428,903 shares of Common Stock. The remaining Series B Notes are held directly by the other Cyrus Funds. Cyrus and Cyrus GP do not have a pecuniary interest in the Series B Notes.

- (7) The Series A Notes are convertible into shares of the Common Stock at a conversion rate of 8822 shares of Common Stock per \$1,000 of Series A Notes.

- (8) The Series B Notes are convertible into shares of the Common Stock at a conversion rate of 23,357.46476 shares of Common Stock per \$1,000 of Series B Notes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.